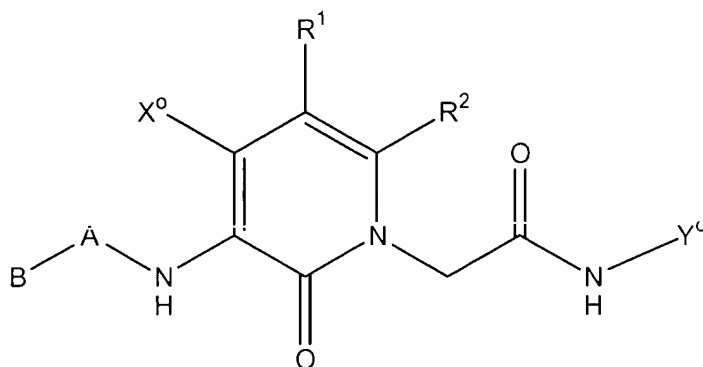


## AMENDMENTS TO THE CLAIMS

Claims 1-16 (cancelled)

Claim 17 (currently amended): A compound having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$  with the proviso that no more than one of the group consisting of rr and pa is 0 at the same time;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0$ -Q;

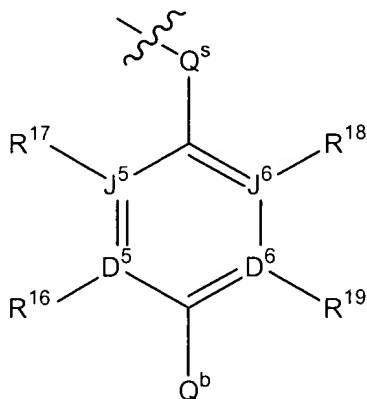
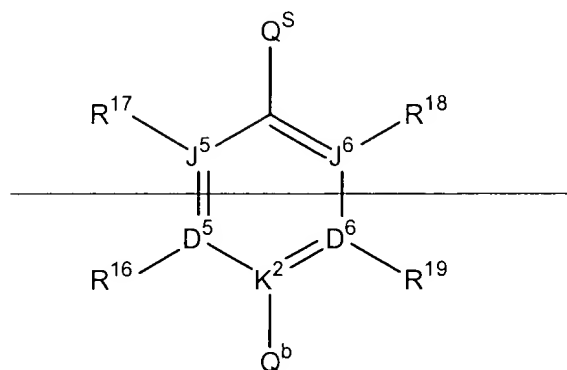
$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of aryl and heteroaryl, wherein ~~a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ; (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^9$ , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^{13}$ , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^9$ , is optionally substituted by  $R^{10}$ , (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^{13}$ , is optionally substituted by  $R^{12}$ , and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by  $R^{10}$  and  $R^{12}$ , respectively, is optionally substituted by  $R^{11}$ ;~~

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

$Y^0$  is an aryl or heteroaryl of 5 or 6 ring members of the formula (IV):



(IV)

wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of:

~~(i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and~~

~~(ii)  $Q^b$  with the proviso that no more than one of  $R^{18}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;~~

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy at the same time and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy; and

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

Claim 18 (currently amended): The compound as recited in ~~Claim~~ claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propynyl, 2-propenyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentylnyl, 3-pentylnyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butylnyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butylnyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentylnyl, 1-methyl-3-pentylnyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butylnyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptylnyl, 3-heptylnyl, 4-heptylnyl, 5-heptylnyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentylnyl, 1-ethyl-3-pentylnyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of

attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond, NH,  $N(CH_3)$ ,  $N(OH)$ ,  $CH_2$ ,  $CH_3CH$ ,  $CF_3CH$ ,  $NHC(O)$ ,  $N(CH_3)C(O)$ ,  $C(O)NH$ ,  $C(O)N(CH_3)$ ,  $CH_2CH_2$ ,  $CH_2CH_2CH_2$ ,  $CH_3CHCH_2$ , and  $CF_3CHCH_2$ ;

$R^1$  and  $X^o$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

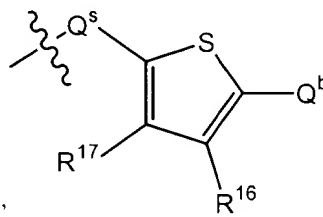
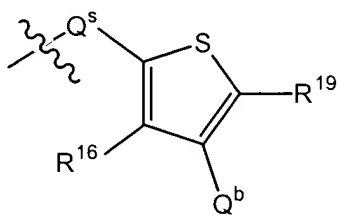
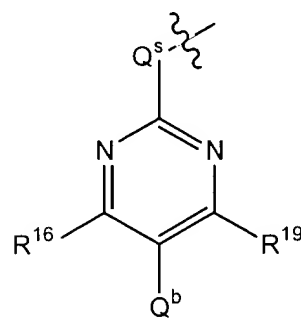
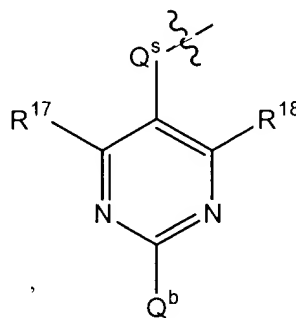
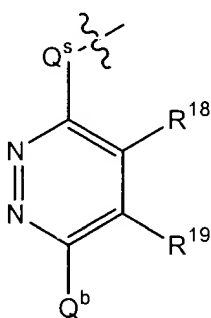
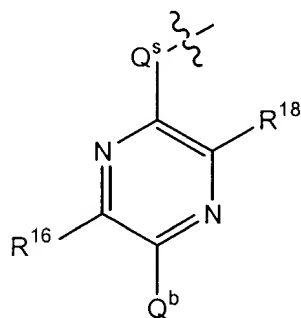
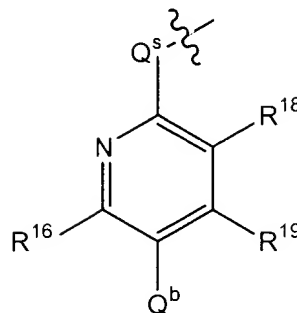
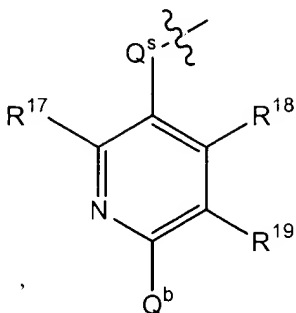
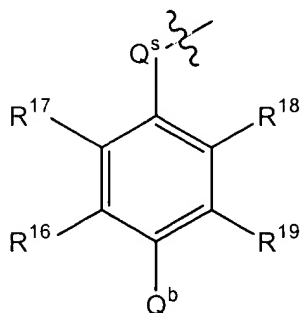
Q is selected from the group consisting of phenyl; and 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl heteroaryl rings, wherein ~~a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally~~

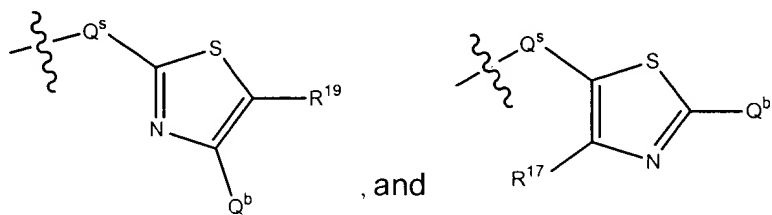
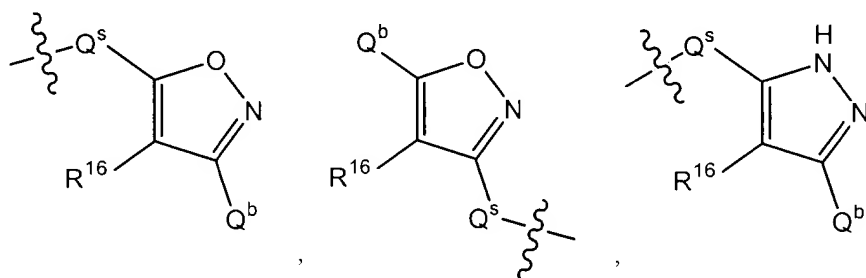
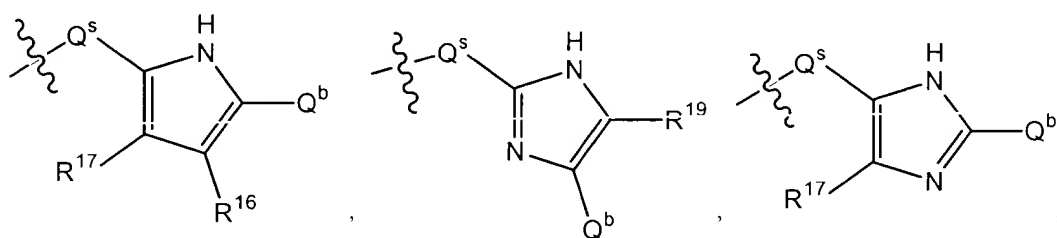
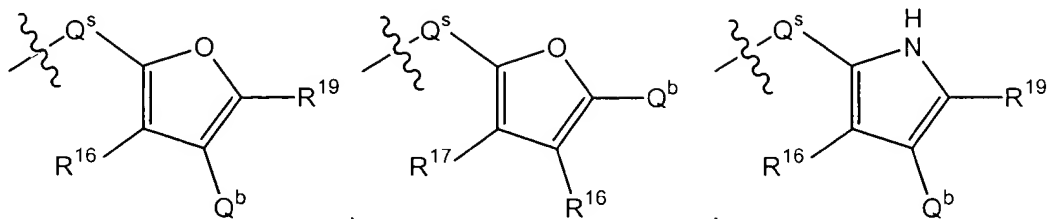
substituted by  $R^{11}$ ; (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^9$ , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^{13}$ , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^9$ , is optionally substituted by  $R^{10}$ , (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^{13}$ , is optionally substituted by  $R^{12}$ , and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by  $R^{10}$  and  $R^{12}$ , respectively, is optionally substituted by  $R^{11}$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

$Y^0$  is selected from the group consisting of:







~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup>pyridine,  
3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup>pyrazine,  
3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>18</sup>-5-R<sup>16</sup>-4-R<sup>19</sup>pyridazine, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>pyrimidine,  
5-Q<sup>b</sup>-2-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>19</sup>pyrimidine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene,  
2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>furan,  
3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>pyrrole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>imidazole,  
2-Q<sup>b</sup>-4-Q<sup>s</sup>-5-R<sup>17</sup>imidazole, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>isoxazole, 5-Q<sup>b</sup>-3-Q<sup>s</sup>-4-R<sup>16</sup>isoxazole,  
2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>pyrazole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>thiazole, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup>thiazole;~~

R<sup>16</sup>, R<sup>17</sup>, and R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

~~R<sup>16</sup> and R<sup>19</sup> are independently selected from the group consisting of:~~

~~—————(i) hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano; and~~

~~—————(ii) Q<sup>b</sup> with the proviso that no more than one of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;~~

Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, Q<sup>be</sup>, wherein Q<sup>be</sup> is hydrido, C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), with the provisos that no more than one of R<sup>20</sup> and R<sup>21</sup> is hydroxy at the same time and that no more than one of R<sup>23</sup> and R<sup>24</sup> is hydroxy at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; and

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

Claim 19 (currently amended): The compound as recited in ~~Claim~~ claim 18 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond,  $CH_2$ ,  $NHC(O)$ ,  $CH_2CH_2$ ,  $CH_2CH_2CH_2$ , and  $CH_3CHCH_2$ ;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

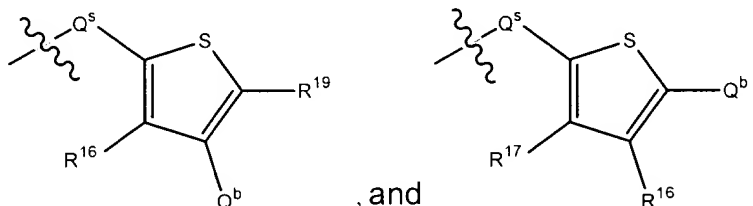
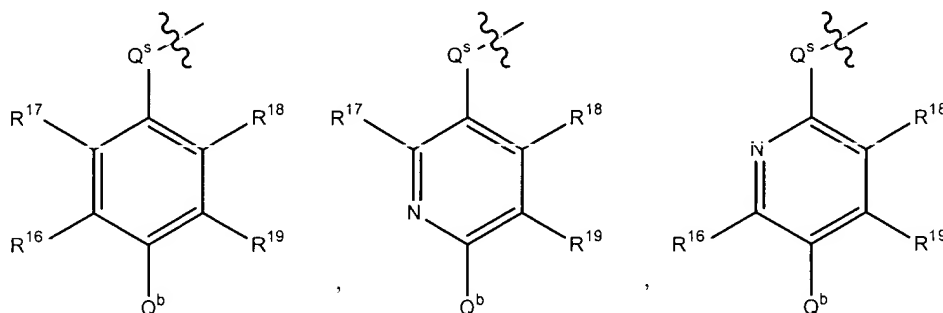
$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of a covalent single bond, O, S, NH, and  $CH_2$ ;

Q is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl,

3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$Y^0$  is selected from the group consisting of:



~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup>pyridine, 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene;~~

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of:

—(i)—hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano; and  
 —(ii)—~~Q<sup>b</sup> with the proviso that no more than one of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;~~

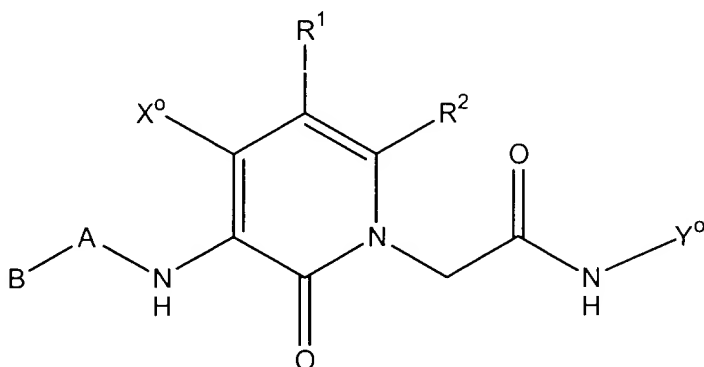
$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

$Q^b$  is selected from the group consisting of  $Q^{be}$  wherein  $Q^{be}$  is hydrido and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently selected from the group consisting of hydrido and methyl; and

$Q^s$  is  $CH_2$ .

Claim 20 (currently amended): The compound as recited in ~~Claim~~ claim 17 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$R^1$  and  $X^0$  are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0-Q$ ;

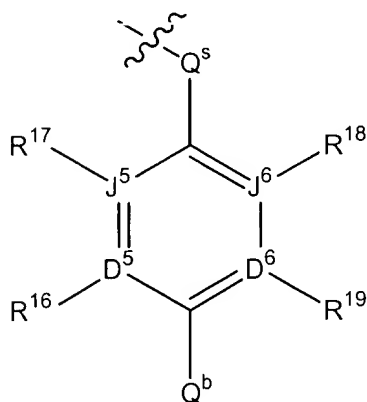
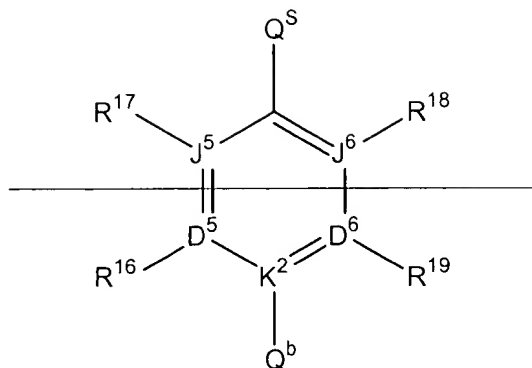
$Z^0$  is a covalent single bond;

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Q is selected from the group consisting of aryl and heteroaryl wherein ~~a carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^9$ ; the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ ; a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ ; a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ ; and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ; (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^9$ , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^{13}$ , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^9$ , is optionally substituted by  $R^{10}$ , (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^{13}$ , is optionally substituted by  $R^{12}$ , and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by  $R^{10}$  and  $R^{12}$ , respectively, is optionally substituted by  $R^{11}$ .~~

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkylamid sulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyamido, carboxyalkyl, and cyano;

$Y^0$  is an aryl or heteroaryl of 5 or 6 ring members of the formula (IV):



(IV)

wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  $K^2$  is C, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N;

$R^{16}$ ,  $R^{17}$ , and  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of:

~~\_\_\_\_\_ (i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and~~

~~\_\_\_\_\_ (ii) Q<sup>b</sup> with the proviso that no more than one of R<sup>18</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;~~

Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, Q<sup>be</sup> wherein Q<sup>be</sup> is hydrido, N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), and C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>;

R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently selected from the group consisting of hydrido and alkyl; and

Q<sup>s</sup> is CH<sub>2</sub>.

Claim 21 (currently amended): The compound as recited in ~~Claim~~ claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q<sup>b</sup>;

A is selected from the group consisting of:

- (i) a single covalent bond, NH, N(CH<sub>3</sub>), CH<sub>2</sub>, CH<sub>3</sub>CH, and CH<sub>2</sub>CH<sub>2</sub>; and
- (ii) CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>)

with the proviso that B is hydrido;

X<sup>o</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

R<sup>1</sup> is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

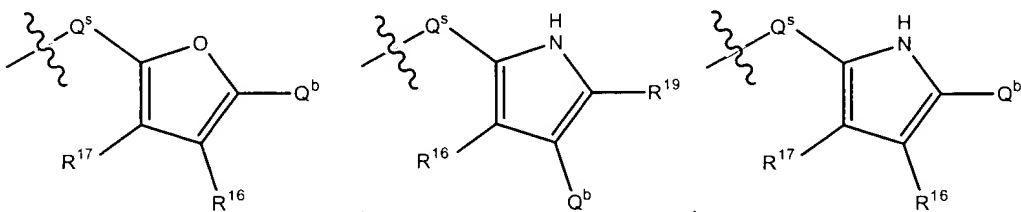
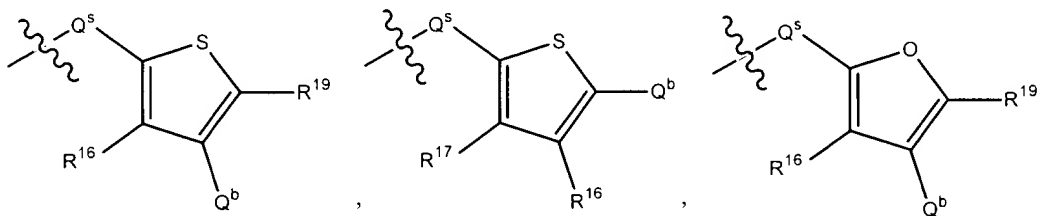
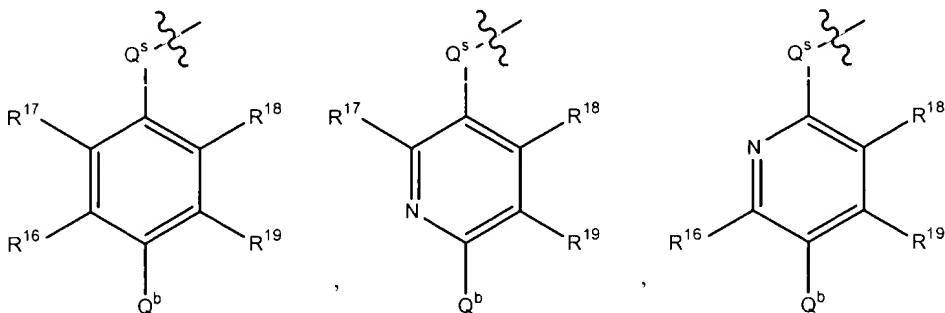
*101*  
R<sup>2</sup> is selected from the group consisting of phenyl; and 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl heteroaryl rings, wherein ~~a carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>11</sup>; (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>9</sup>, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>13</sup>, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>9</sup>, is optionally substituted by R<sup>10</sup>, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>13</sup>, is optionally substituted by R<sup>12</sup>, and (e) a ring carbon, if present, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R<sup>10</sup> and R<sup>12</sup>, respectively, is optionally substituted by R<sup>11</sup>.~~

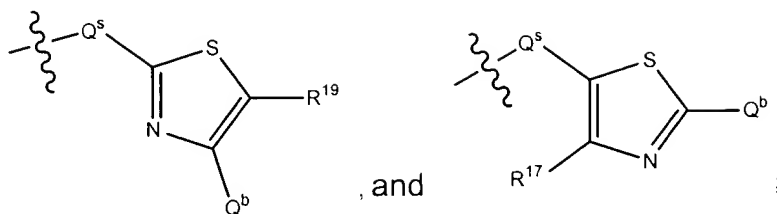
R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidulosulfonyl, N,N-dimethylamidulosulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;



$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

$Y^0$  is selected from the group consisting of:





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~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup>pyridine,  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>18</sup>-4-R<sup>17</sup>thiophene, 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>18</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>18</sup>-2-R<sup>19</sup>thiophene, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>18</sup>-2-R<sup>19</sup>furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>18</sup>-4-R<sup>17</sup>furan,  
 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>18</sup>-2-R<sup>19</sup>pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>18</sup>-4-R<sup>17</sup>pyrrole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>thiazole, and  
 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup>thiazole;~~

R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, amidosulfonyl, N-methylamidulosulfonyl, hydroxymethyl, carboxy, and cyano;

Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), ~~with the proviso that said Q<sup>b</sup> group is bonded directly to a carbon atom;~~

R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently selected from the group consisting of hydrido, methyl, and ethyl; and

Q<sup>s</sup> is CH<sub>2</sub>.

Claim 22 (currently amended): The compound as recited in ~~Claim~~ claim 21 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl,

4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

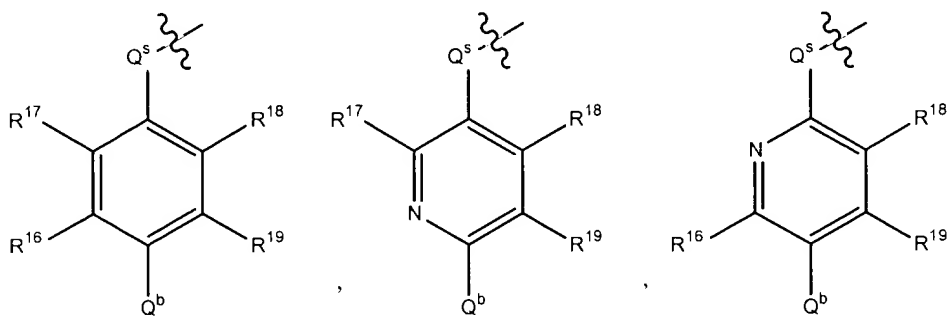
A is selected from the group consisting of single covalent bond,  $\text{CH}_2$ ,  $\text{CH}_3\text{CH}$ , and  $\text{CH}_2\text{CH}_2$ ;

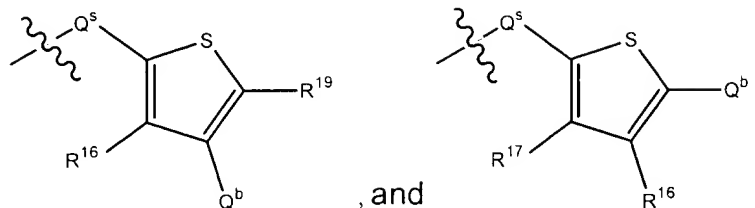
$\text{X}^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

$\text{R}^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

$\text{R}^2$  is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

$\text{Y}^0$  is selected from the group consisting of:





~~1-Q<sup>b</sup>-4-Q<sup>5</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene, 2-Q<sup>b</sup>-5-Q<sup>5</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine,  
3-Q<sup>b</sup>-6-Q<sup>5</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 3-Q<sup>b</sup>-5-Q<sup>5</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, and  
2-Q<sup>b</sup>-5-Q<sup>5</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene;~~

R<sup>16</sup> and R<sup>19</sup> are independently selected from the group consisting of:

———(i) hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano; and

———(ii) Q<sup>b</sup> with the proviso that no more than one of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;

R<sup>17</sup> and R<sup>18</sup> are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q<sup>b</sup> is selected from the group consisting of Q<sup>be</sup> wherein Q<sup>be</sup> is hydrido and C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>;

R<sup>23</sup>, R<sup>24</sup>, and R<sup>25</sup> are independently selected from the group consisting of hydrido and methyl; and

Q<sup>5</sup> is CH<sub>2</sub>.

Claim 23 (currently amended): The compound as recited in ~~Claim~~ claim 22 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl,

3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond,  $\text{CH}_2$ ,  $\text{CH}_3\text{CH}$ , and  $\text{CH}_2\text{CH}_2$ ;

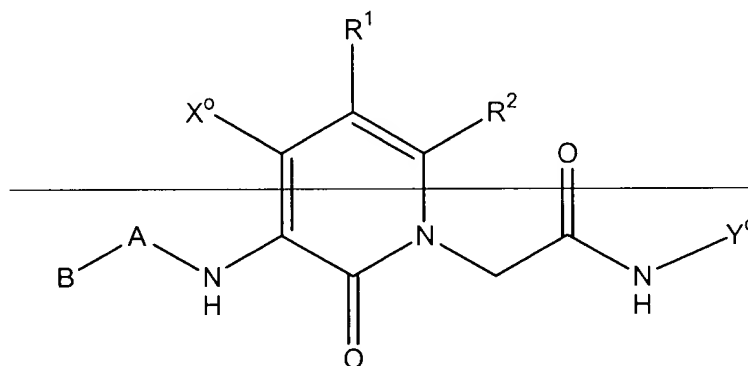
$\text{X}^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

$\text{R}^1$  is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

$\text{R}^2$  is selected from the group consisting of 5-amino-2-fluorophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, 3-carboxyphenyl, 3-cyanophenyl, 3-methoxycarbonylphenyl, phenyl, and 3-pyridyl; and

$\text{Y}^0$  is selected from the group consisting of 5-amidino-2-thienylmethyl, 4-amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.

Claim 24 (currently amended): ~~A compound as recited in Claim 17 where said compound is selected from the group having the Formula:~~



~~or a pharmaceutically acceptable salt thereof, wherein:~~ The compound of claim 17, or a pharmaceutically acceptable salt thereof, wherein:

$\text{R}^2$  is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl,  $\text{R}^1$  is hydrido, and  $\text{X}^0$  is hydrido;

$\text{R}^2$  is 3-aminophenyl, B is (S)-2-butyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl,  $\text{R}^1$  is hydrido, and  $\text{X}^0$  is hydrido;

$R^2$  is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propenyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is (R)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propynyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-pentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is hydrido, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-methypropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propyl, A is  $CH_3CH$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is propyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is tert-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is tert-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-methylpropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 5-amidino-2-thienylmethyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-carboxyphenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propyl, A is single bond,  $Y^0$  is 4-amidino-3-fluorobenzyl,  $R^1$  is hydrido, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is (S)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propenyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is (R)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propynyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 3-pentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is hydrido, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is ethyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-methypropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 2-propyl, A is  $CH_3CH$ ,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is propyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;

$R^2$  is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond,  $Y^0$  is 4-amidinobenzyl,  $R^1$  is aminomethyl, and  $X^0$  is hydrido;



R<sup>2</sup> is 3-aminophenyl, B is tert-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is tert-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

151 R<sup>2</sup> is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is 3-methoxy-2-propyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is 2-methoxy-2-ethyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 5-amidino-2-thienylmethyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

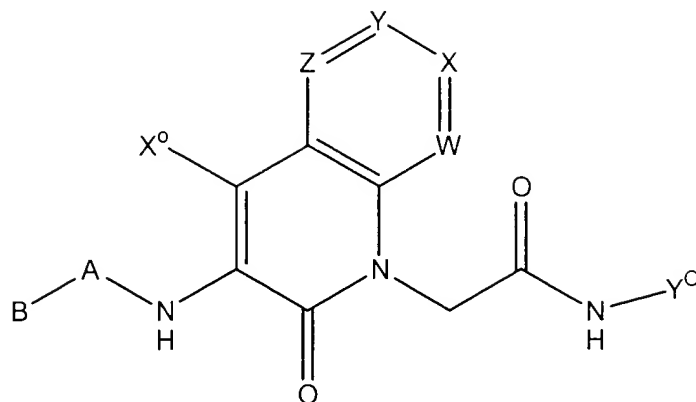
R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido;

R<sup>2</sup> is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido; or

R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, R<sup>1</sup> is aminomethyl, and X<sup>0</sup> is hydrido.

Claims 25-32 (cancelled)

Claim 33 (currently amended): A compound having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

$R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, heteroaryl, heterocyclyl, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxyalkyl, carboxy, carboxamido, and cyano;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of  $(R^7)NC(O)$  and  $N(R^7)$  with the proviso that no more than one of the group consisting of  $rr$  and  $pa$  is 0 at the same time;

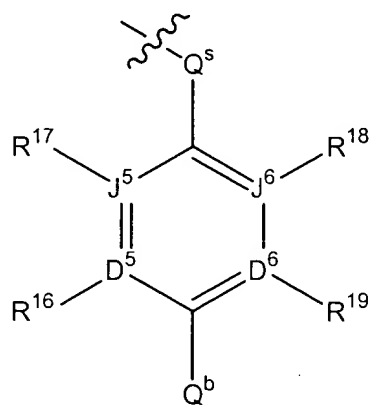
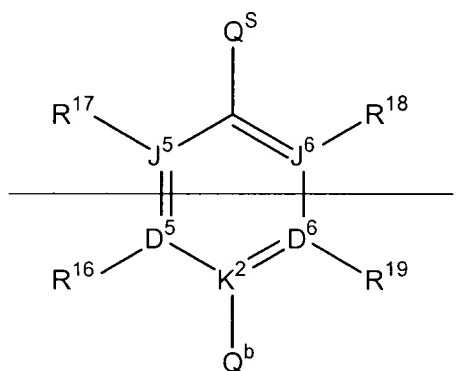
$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$X^0$  is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , N,  $N(R^{10})$ , O, S and a covalent bond with the provisos that one of W, X, Y, and Z is independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N,  $N(R^{10})$ , O, and S, no more than one of W, X, Y, and Z is optionally selected from the group consisting of O and S, and no more than three of W, X, Y, and Z are optionally selected from the group consisting of N and  $N(R^{10})$ ;

$Y^0$  is an aryl or heteroaryl of 5 or 6 ring members of the formula (IV):



(IV)

wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  ~~$K^2$  is C~~, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N, with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

$R^{16}$ ,  $R^{17}$ , and  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of:~~

~~—— (i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and~~

~~—— (ii)  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;~~

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  ~~$Q^{be}$  wherein  $Q^{be}$  is hydrido,~~  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the provisos that no more than one of  $R^{20}$  and  $R^{21}$  is hydroxy, amino, alkylamino, or dialkylamino ~~at the same time~~ and that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy, amino, alkylamino, or dialkylamino ~~at the same time~~;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino; and

$Q^s$  is selected from the group consisting of a single covalent bond,  $CH_2$ , and  $CH_2CH_2$ .

Claim 34 (currently amended): The compound as recited in ~~Claim~~ claim 33 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butyryl, sec-butyl, *tert*-butyl, isobutyl,

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2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butyryl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butyryl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butyryl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptyryl, 3-heptyryl, 4-heptyryl, 5-heptyryl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

A is selected from the group consisting of:

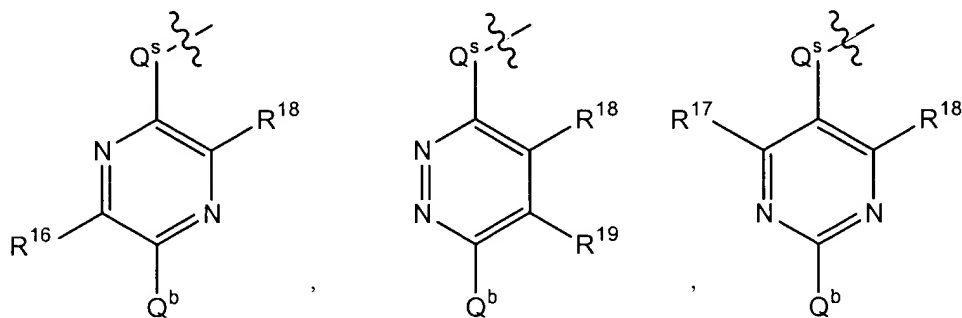
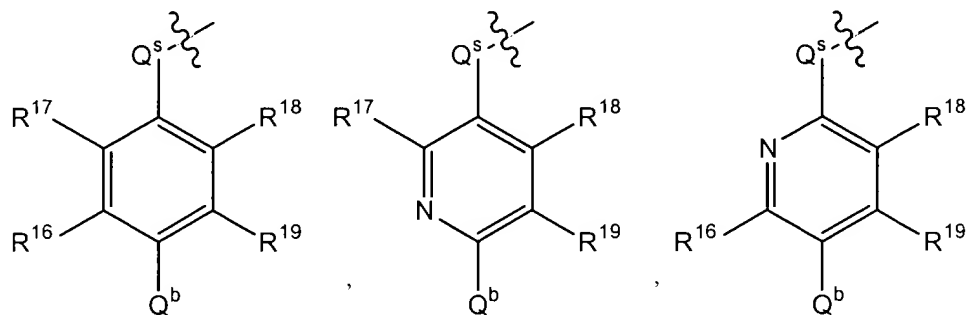
(i) a single covalent bond, NH,  $N(CH_3)$ ,  $N(OH)$ ,  $CH_2$ ,  $CH_3CH$ ,  $CF_3CH$ ,  $NHC(O)$ ,  $N(CH_3)C(O)$ ,  $C(O)NH$ ,  $C(O)N(CH_3)$ ,  $CH_2CH_2$ ,  $CH_2CH_2CH_2$ ,  $CH_3CHCH_2$ , and  $CF_3CHCH_2$ ; and

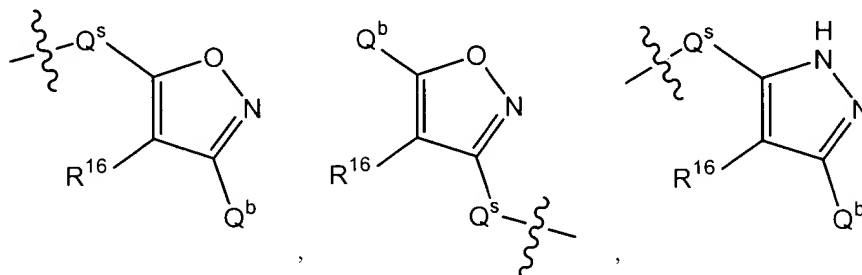
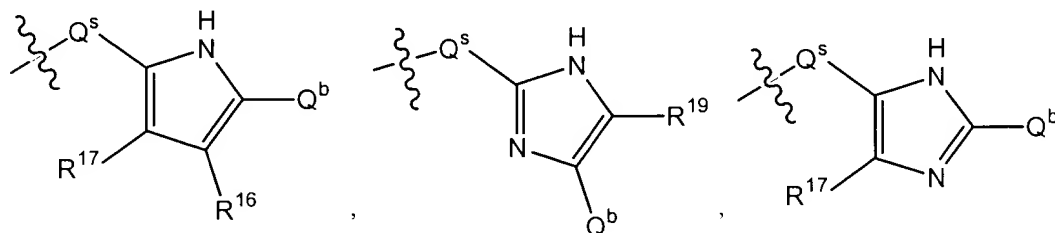
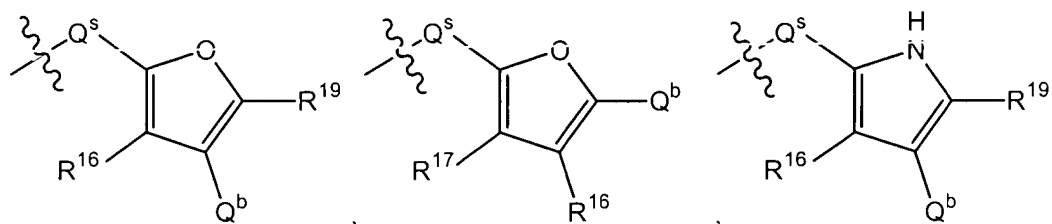
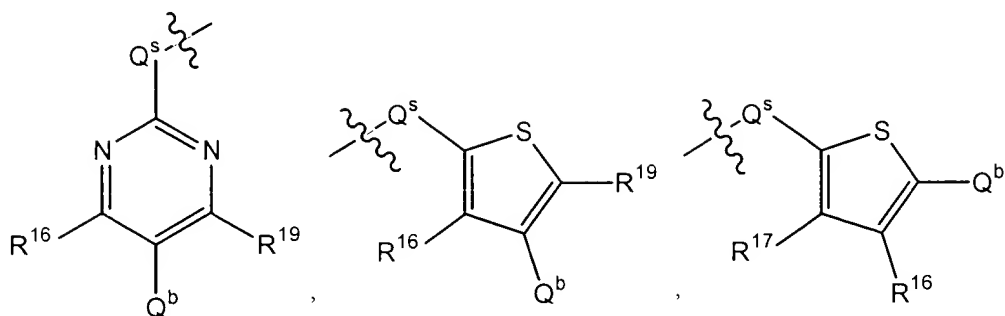
(ii)  $CH_2N(CH_3)$ ,  $CH_2N(CH_2CH_3)$ ,  $CH_2CH_2N(CH_3)$ , and  $CH_2CH_2N(CH_2CH_3)$  with the proviso that B is hydrido;

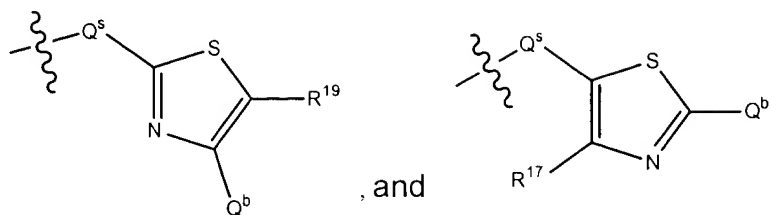
$X^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

W, X, Y, and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-N(CH<sub>3</sub>)<sub>2</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-NHOCH<sub>2</sub>CH<sub>3</sub>, C-C(NH)NH<sub>2</sub>, C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>, C-OCH<sub>3</sub>, C-OCH<sub>2</sub>CH<sub>3</sub>, C-CO<sub>2</sub>H, C-CO<sub>2</sub>CH<sub>3</sub>, C-C(O)NH<sub>2</sub>, C-C(O)NHCH<sub>3</sub>, C-C(O)NH(CH<sub>3</sub>)<sub>2</sub>, C-CH<sub>2</sub>CO<sub>2</sub>H, C-SO<sub>2</sub>NH<sub>2</sub>, C-SO<sub>2</sub>NHCH<sub>3</sub>, C-NH(O)CCH<sub>3</sub>, and C-NH(O)CCF<sub>3</sub>;

$Y^0$  is selected from the group consisting of:







1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup> benzene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup> pyridine, 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridine, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup> pyrazine, 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup> pyridazine, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup> pyrimidine, 5-Q<sup>b</sup>-2-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>19</sup> pyrimidine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> thiophene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> thiophene, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> furan, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup> pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup> pyrrole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> imidazole, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-5-R<sup>17</sup> imidazole, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> isoxazole, 5-Q<sup>b</sup>-3-Q<sup>s</sup>-4-R<sup>18</sup> isoxazole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup> pyrazole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup> thiazole, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup> thiazole;

R<sup>16</sup>, R<sup>17</sup>, and R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidiosulfonyl, N,N-dimethylamidiosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

R<sup>16</sup> and R<sup>19</sup> are independently selected from the group consisting of:

(i) hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidiosulfonyl, N,N-dimethylamidiosulfonyl;



~~hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano; and~~

~~—————(ii) Q<sup>b</sup> with the proviso that no more than one of R<sup>18</sup> and R<sup>19</sup> is Q<sup>b</sup> at the same time and that Q<sup>b</sup> is Q<sup>be</sup>;~~

Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, Q<sup>be</sup> ~~wherein Q<sup>be</sup> is hydrido, C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), with the provisos that no more than one of R<sup>20</sup> and R<sup>21</sup> is hydroxy at the same time and that no more than one of R<sup>23</sup> and R<sup>24</sup> is hydroxy at the same time;~~

R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy; and

Q<sup>s</sup> is selected from the group consisting of a single covalent bond, CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>.

Claim 35 (currently amended): The compound as recited in ~~Claim~~ claim 34 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond, CH<sub>2</sub>, NHC(O), CH<sub>2</sub>CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>;

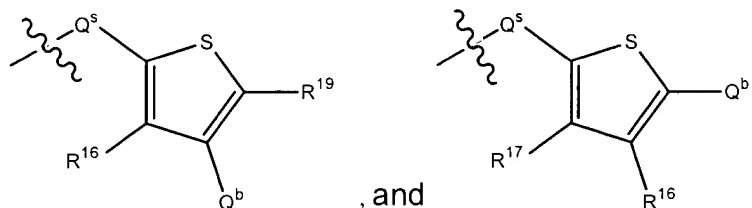
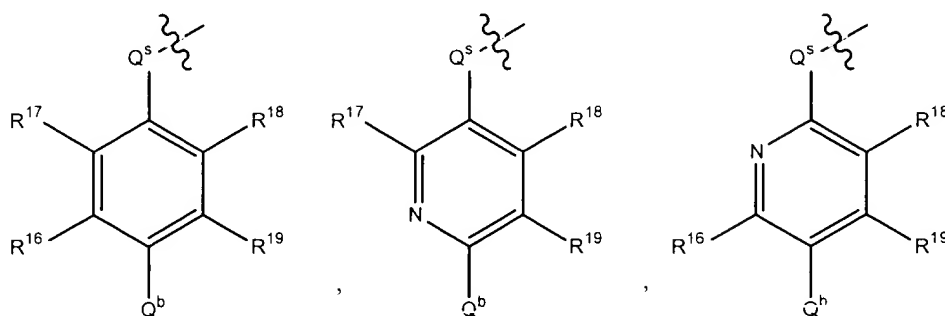
X<sup>o</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-NHCH<sub>3</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-C(NH)NH<sub>2</sub>, C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH,

C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>, C-OCH<sub>3</sub>, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, C-C(O)NHCH<sub>3</sub>,  
C-CH<sub>2</sub>CO<sub>2</sub>H, and C-SO<sub>2</sub>NH<sub>2</sub>;

Y<sup>0</sup> is selected from the group consisting of:



~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-2-R<sup>19</sup>pyridine,  
3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene, and  
2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene;~~

R<sup>16</sup> and R<sup>19</sup> are independently selected from the group consisting of:

——(i)hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy,  
hydroxymethyl, fluoro, chloro, and cyano; and

——(ii) Q<sup>b</sup> with the proviso that no more than one of R<sup>16</sup> and R<sup>19</sup> is Q<sup>b</sup> at the  
same time and that Q<sup>b</sup> is Q<sup>be</sup>;

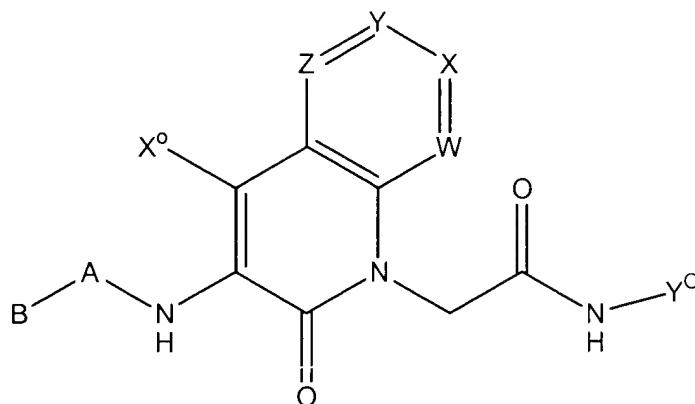
R<sup>17</sup> and R<sup>18</sup> are independently selected from the group consisting of hydrido,  
fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q<sup>b</sup> is selected from the group consisting of Q<sup>be</sup> wherein Q<sup>be</sup> is hydrido and  
C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>;

R<sup>23</sup>, R<sup>24</sup>, and R<sup>25</sup> are independently selected from the group consisting of hydrido  
and methyl; and

Q<sup>s</sup> is CH<sub>2</sub>.

Claim 36 (currently amended): The compound as recited in ~~Claim~~ claim 33 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

A is selected from the group consisting of single covalent bond and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$ , wherein  $rr$  is an integer selected from 0 through 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

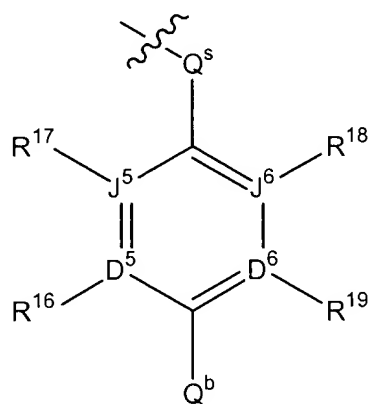
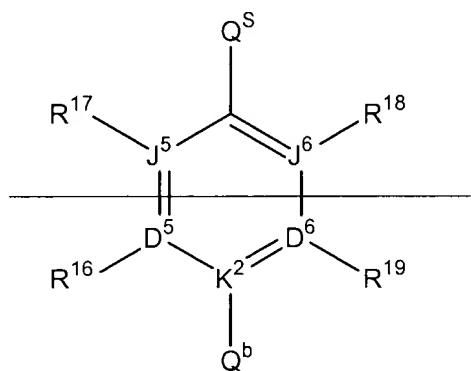
$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

$X^0$  is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

$R^1$  and  $R^2$  are taken together to be  ~~$W=X=Y=Z$~~  wherein  ~~$W=X=Y=Z$~~  forms a ring selected from the group consisting of a heteroaryl ring having 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of  $C(R^9)$ ,  $C(R^{10})$ ,  $C(R^{11})$ ,  $C(R^{12})$ , and N;

$Y^0$  is an aryl or heteroaryl of 5 or 6 ring members of the formula (IV):



(IV)

wherein  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond,  ~~$K^2$  is C~~, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is O, no more than one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  is S, one of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  must be a covalent bond when two of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are O and S, and no more than four of  $D^5$ ,  $D^6$ ,  $J^5$ , and  $J^6$  are N, with the provisos that  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

*131*  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

~~$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of:~~  
~~\_\_\_\_\_ (i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and~~  
~~\_\_\_\_\_ (ii)  $Q^b$  with the proviso that no more than one of  $R^{16}$  and  $R^{19}$  is  $Q^b$  at the same time and that  $Q^b$  is  $Q^{be}$ ;~~

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $Q^{be}$  wherein  $Q^{be}$  is hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ ;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido and alkyl; and

$Q^s$  is  $CH_2$ .

Claim 37 (currently amended): The compound as recited in ~~Claim~~ claim 36 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl,

1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidulosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and  $Q^b$ ;

131 A is selected from the group consisting of:

- (i) a single covalent bond, NH,  $N(CH_3)$ ,  $CH_2$ ,  $CH_3CH$ , and  $CH_2CH_2$ ; and
- (ii)  $CH_2N(CH_3)$ ,  $CH_2N(CH_2CH_3)$ ,  $CH_2CH_2N(CH_3)$ , and  $CH_2CH_2N(CH_2CH_3)$

with the proviso that B is hydrido;

$X^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-NHCH<sub>3</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-CH<sub>3</sub>, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>NHCH<sub>3</sub>, C-NHCH<sub>3</sub>, C-CH(NH<sub>2</sub>)CH<sub>3</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-NHOCH<sub>3</sub>, C-C(NH)NH<sub>2</sub>, C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CH(OH)CH<sub>3</sub>, C-OCH<sub>3</sub>, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, C-C(O)NHCH<sub>3</sub>, C-CH<sub>2</sub>CO<sub>2</sub>H, and C-SO<sub>2</sub>NH<sub>2</sub>;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ ,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , ~~with the proviso that said  $Q^b$  group is bonded directly to a carbon atom;~~

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, methyl, and ethyl; and

$Q^s$  is  $CH_2$ .

Claim 38 (currently amended): The compound as recited in ~~Claim~~ claim 37 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond,  $\text{CH}_2$ ,  $\text{CH}_3\text{CH}$ , and  $\text{CH}_2\text{CH}_2$ ;

$\text{X}^c$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-C(NH)NH<sub>2</sub>, C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, and C-CH<sub>2</sub>CO<sub>2</sub>H;

$\text{Q}^b$  is selected from the group consisting of  $\text{NR}^{20}\text{R}^{21}$ ,  $\text{C}(\text{NR}^{25})\text{NR}^{23}\text{R}^{24}$ , and  $\text{N}(\text{R}^{26})\text{C}(\text{NR}^{25})\text{N}(\text{R}^{23})(\text{R}^{24})$ , ~~with the proviso that said  $\text{Q}^b$  group is bonded directly to a carbon atom;~~

$\text{R}^{20}$ ,  $\text{R}^{21}$ ,  $\text{R}^{23}$ ,  $\text{R}^{24}$ ,  $\text{R}^{25}$ , and  $\text{R}^{26}$  are independently selected from the group consisting of hydrido, methyl, and ethyl; and

$\text{Q}^s$  is  $\text{CH}_2$ .

Claim 39 (currently amended): The compound as recited in ~~Claim~~ claim 38 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond,  $\text{CH}_2$ ,  $\text{CH}_3\text{CH}$ , and  $\text{CH}_2\text{CH}_2$ ;

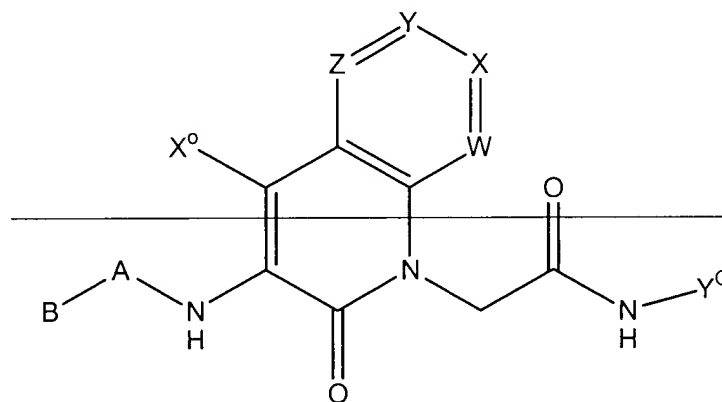
$\text{X}^0$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CO<sub>2</sub>H, and C-C(O)NH<sub>2</sub>;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-NH<sub>2</sub>, C-CH<sub>2</sub>NH<sub>2</sub>, C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, C-C(NH)NH<sub>2</sub>, C-C(NOH)NH<sub>2</sub>, C-OH, C-CH<sub>2</sub>OH, C-CH<sub>2</sub>CH<sub>2</sub>OH, C-CO<sub>2</sub>H, C-C(O)NH<sub>2</sub>, and C-CH<sub>2</sub>CO<sub>2</sub>H; and

$\text{Y}^0$  is selected from the group consisting of 5-amidino-2-thienylmethyl, 4-amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.

Claim 40 (currently amended): ~~A compound as recited in Claim 33 where said compound is selected from the group having the Formula:~~



~~or a pharmaceutically acceptable salt thereof, wherein:~~ The compound of claim 33, or a pharmaceutically acceptable salt thereof, wherein:

B is 2,2,2-trifluoroethyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and  $\text{X}^0$  is hydrido;

B is (S)-2-butyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and  $\text{X}^0$  is hydrido;

B is isopropyl, A is single bond,  $\text{Y}^0$  is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and  $\text{X}^0$  is hydrido;



B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and X<sup>o</sup> is hydrido;

B is hydrido, A is CH<sub>2</sub>(CH<sub>3</sub>)N,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is ethyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and X<sup>o</sup> is hydrido;

B is 2-propenyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and X<sup>o</sup> is hydrido;

B is isopropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is 2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and X<sup>o</sup> is hydrido;

B is (R)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and X<sup>o</sup> is hydrido;

B is 2-propynyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is hydrido, A is CH<sub>2</sub>,  $Y^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is 2,2,2-trifluoroethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and X<sup>o</sup> is hydrido;

B is (S)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and X<sup>o</sup> is hydrido;

B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is isopropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is hydrido, A is CH<sub>2</sub>(CH<sub>3</sub>)N,  $Y^0$  is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and X<sup>o</sup> is hydrido;

B is ethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and X<sup>o</sup> is hydrido;

B is ethyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is 2-propenyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and X<sup>o</sup> is hydrido;

B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and X<sup>o</sup> is hydrido;

B is 2-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, W is CH, X is C-NH<sub>2</sub>, Y is C-CH<sub>2</sub>CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is (R)-2-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, W is N, X is C-CH<sub>2</sub>NH<sub>2</sub>, Y is C-CO<sub>2</sub>H, Z is CH, and X<sup>o</sup> is hydrido;

B is 2-propynyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, W is C-OH, X is C-CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, Y is C-OH, Z is CH, and X<sup>o</sup> is hydrido; or

B is hydrido, A is CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, W is C-NH<sub>2</sub>, X is C-CH<sub>2</sub>OH, Y is C-NH<sub>2</sub>, Z is CH, and X<sup>o</sup> is hydrido.

Claims 41-45 (cancelled)

Claim 46 (currently amended): A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of ~~Claims~~ claims 24 or 40 and a pharmaceutically acceptable carrier.

Claim 47 (currently amended): A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of ~~Claims~~ claims 17 through 23, or ~~Claims~~ claims 33 through 39, or ~~Claims~~ claims 41 through 44 and a pharmaceutically acceptable carrier.

Claim 48 (currently amended): A method for inhibiting thrombotic conditions in blood comprising adding to blood a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

Claim 49 (currently amended): A method for inhibiting formation of blood platelet aggregates in blood comprising adding to blood a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

Claim 50 (currently amended): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

Claim 51 (currently amended): A method for treating or preventing venous thromboembolism and pulmonary embolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

Claim 52 (currently amended): A method for treating or preventing deep vein thrombosis in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

Claim 53 (currently amended): A method for treating or preventing cardiogenic thromboembolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

Claim 54 (currently amended): A method for treating or preventing thromboembolic stroke in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

Claim 55 (currently amended): A method for treating or preventing thrombosis associated with cancer and cancer chemotherapy in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

Claim 56 (currently amended): A method for treating or preventing unstable angina in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of ~~Claims~~ claims 46 or 47.

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Claim 57 (currently amended): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a compound of any one of ~~Claims~~ claims 17-24 or 33-44 40 with a therapeutically effective amount of fibrinogen receptor antagonist.

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